

Objection Deadline: June 13, 2006 at 4:00 p.m.
Hearing Date & Time: June 20, 2006 at 10:00 a.m.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
DELPHI CORPORATION, <i>et al.</i>	:	Case No. 05-44481 (RDD)
	:	(Jointly Administered)

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**NOTICE OF FIRST APPLICATION OF CADWALADER, WICKERSHAM AND TAFT
LLP AS ATTORNEYS FOR THE DEBTORS FOR INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM
OCTOBER 10, 2005 THROUGH JANUARY 31, 2006**

PLEASE TAKE NOTICE that on April 20, 2006, Cadwalader, Wickersham & Taft, attorneys for the Audit Committee of Delphi Corporation retained in the ordinary course of business, filed its First Application of Cadwalader, Wickersham and Taft LLP as Attorneys for the Debtors for Interim Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from October 10, 2005 through January 31, 2006, together with the following exhibits:

- A. Certification Under Guidelines for Fees and Disbursements
- B. Cadwalader Professionals – Rates, Hours, and Fees

C. Expenses

D. Summary of Services

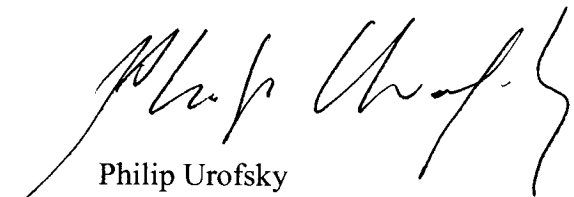
PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application will be held on **June 20, 2006, at 10:00 a.m. (Prevailing Eastern Time)** (the “Hearing”) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the “Case Management Order”) (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court’s case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att’n: General Counsel), (ii) Cadwalader, Wickersham & Taft LLP, 1201 F Street, NW, Washington, D.C. 20004 (Att’n Philip Urofsky); (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att’n: John Wm. Butler, Jr.), (iv) counsel for the agent under the

Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Zimar), (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (vi) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on June 13, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Application without further notice.

Dated: Washington, District of Columbia
April 20, 2006



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*Attorneys Employed in the Ordinary Course
for the Debtors and Debtors in Possession*